

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF SOUTH CAROLINA

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Cafe Holdings Corp.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 26-2777910

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

4324 Wade Hampton Blvd., Ste. B
Taylors, SC 29687

Number, Street, City, State & ZIP Code

Greenville

County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.fatz.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **Cafe Holdings Corp.**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Cafe Holdings Corp.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Cafe Holdings Corp.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 15, 2018**
MM / DD / YYYY

X /s/ Eric Easton

Signature of authorized representative of debtor

Eric Easton

Printed name

Title **Chief Financial Officer**

18. Signature of attorney

X /s/ Michael H. Weaver

Signature of attorney for debtor

Date **November 15, 2018**

MM / DD / YYYY

Michael H. Weaver

Printed name

McNair Law Firm, P.A.

Firm name

**P.O. Box 11390
Columbia, SC 29211**

Number, Street, City, State & ZIP Code

Contact phone **803-799-9800**

Email address **mweaver@mcnair.net**

Dist. Ct. ID #:9847 SC

Bar number and State

Debtor **Cafe Holdings Corp.** Case number (if known) _____
Name

Fill in this information to identify your case:	
United States Bankruptcy Court for the:	
DISTRICT OF SOUTH CAROLINA	
Case number (if known)	Chapter 11

☐ Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	Cafe Enterprises, Inc.	Relationship to you	Affiliate
District	District of South Carolina	When	
Case number, if known			
Debtor	CES Gastonia LLC	Relationship to you	Affiliate
District	District of South Carolina	When	
Case number, if known			
Debtor	CES Sportz LLC	Relationship to you	Affiliate
District	District of South Carolina	When	
Case number, if known			

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA**

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-_____()

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the thirty (30) largest unsecured claims, on a consolidated basis, against the above-captioned debtors-in-possession that commenced Chapter 11 cases in this Court on the date hereof (collectively, the “Debtors”). This list has been prepared from the unaudited books and records of the Debtors. This list reflects amounts from the Debtors’ books and records as of November 12, 2018. The list is prepared in accordance with FED. R. BANKR. P. 1007(d) for filing in the Debtors’ Chapter 11 cases. This list does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is binding on, the Debtors. All claims are subject to customary offsets, rebates, discounts, reconciliations, credits and adjustments, which are not reflected on this list.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Cafe Holdings Corp. (7910); Cafe Enterprises, Inc. (4946); CE Sportz LLC (2009); and CES Gastonia LLC (0863). The location of the Debtors’ corporate headquarters is 4324 Wade Hampton Blvd., Suite B, Taylors, South Carolina 29687.

Fill in this information to identify the case:

Debtor name: Café Holdings Corp., et al.

United States Bankruptcy Court for the: District of South Carolina

Case number (if known): 18-_____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders, on a Consolidated Basis

12/15

A list of creditors holding the 30 Largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 Largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SYSCO 131 Sysco Court Columbia SC 29209	Jeff Kestner Jeffery.Kestner@sysco.com Tel: 803-239-4172 Fax: 877-242-6411	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$2,784,619.66
2	SYSCO-Charlotte Attn: Cashier PO Box 96 Concord NC 28026	Tom Hayes Hayes.Tom@cha.sysco.com Tel: 704-723-6016 Fax: 704-723-6028	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$1,194,616.28
3	Store Master Funding V, LLC 8501 E Princess Drive Suite 190 Scottsdale AZ 85255	Lyena Hale lhale@storecapital.com	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$881,860.38
4	Old Mill Stream PO Box 24169 Greenville SC 29616	Bill Burton Bill@omsrealestate.com Tel: 864-360-4105	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$858,089.51
5	Store Master Funding I, LLC 8501 E Princess Drive Suite 190 Scottsdale AZ 85255	Lyena Hale lhale@storecapital.com	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$460,923.60
6	Infinity Marketing Solutions, Inc. 874 S Pleasantburg Drive Suite A Greenville SC 29607	Tony Williams info@infinitymkt.com Tel: 864-235-1700 Fax: 864-235-3100	Trade Debt	<input type="checkbox"/> C <input type="checkbox"/> U <input checked="" type="checkbox"/> D			\$388,510.39
7	MRB, LLC PO Box 161413 Boiling Springs SC 29316	Valeen Brown VBrown@JRogersGroup.com Tel: 864-327-3679	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$245,567.50
8	Freshpoint 1200 Oakley Industrial Blvd. Suite B Fairburn GA 30213	Kim Treat Kim.Treat@FreshPoint.com Tel: 770-305-8574 Fax: 770-305-8477	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$220,288.31

Debtor **Café Holdings Corp., et al.**

Case number (if known) **18-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Fishbowl, Inc. PO Box 740513 Atlanta GA 30374-0513	Douglas Poppen dpoppen@fishbowl.com Tel: 703-836-3421	Trade Debt	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$213,293.87
10	M&R Investors PO Box 161413 Boiling Springs SC 29316	Valeen Brown VBrown@JROgersGroup.com Tel: 864-327-3679	Rent	<input checked="" type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$191,781.65
11	Koury Corp 2275 Vanstory Street Suite 200 Greensboro NC 27403	Alex Munoz AMunoz@kourycorp.com Tel: 336-299-9200	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$165,066.02
12	Center Hills, LLC 1901 Sam Snead Drive Braselton GA 30517	Nancy Hough nancy.hough@clmnholdings.com Tel: 619-940-7154	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$160,081.93
13	Gary & Margaret Smith 123 Pecan Lane Cayce SC 29033	Gary Smith Tel: 803-622-4118 Fax: 803-822-8477	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$150,176.00
14	Valassis Digital Maxpoint Interactive, Inc. PO Box 360668 Pittsburgh PA 15251-6668	Rich Melin billing@maxpoint.com Tel: 919-389-9002	Trade Debt	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$138,735.31
15	Henderson Crossing PO Box 1855 Flat Rock NC 28731	Bill Hale Tel: 828-242-4100 Fax: 828-697-2208	Rent	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$138,000.00
16	Hamilton Chase-Citadel, LLC PO Box 468 Solvang CA 93464	Justin Dean justinhdean@gmail.com Tel: 626-824-5050	Rent	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$133,065.84
17	Tryon Sisson 1279 Westwind Circle Westlake Village CA 91361	Ty Sisson tysisson@roadrunner.com Tel: 805-379-3151 Fax: 805-379-4145	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$124,750.00
18	B&T Sand Company PO Box 84007 Lexington SC 29073	Joel Tyson joeltyson@labarrier.com Tel: 803-356-2351	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$124,601.50
19	Restaurant Technologies, Inc. 12962 Collections Center Drive Chicago IL 60693	Derek Zschokke dezschoke@rti-inc.com Tel: 651-444-6083	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$118,439.05
20	Carolina Child Care Properties 887 Johnnie Dodds Blvd. Mt. Pleasant SC 29464	Randy Davis rdavis@treellc.com Tel: 843-469-5210	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$110,385.08

Debtor **Café Holdings Corp., et al.**

Case number (if known) **18-**_____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Pepper Hamilton LLP Attn: Accounting Dept. 3000 Two Logan Square Philadelphia PA 19103-2799	Bruce Fenton fenton@pepperlaw.com Tel: 215-981-4000	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$107,276.81
22	Beetle Enterprises 1439 Vintage Drive Watkinsville GA 30677	Bob Bailey georgerbailey@bellsouth.net Tel: 404-312-9181	Rent	<input checked="" type="checkbox"/> C <input type="checkbox"/> U <input type="checkbox"/> D			\$101,841.96
23	Winds Crossing 7711 Briardenn Dr Summerfield NC 27358	Vinay Gudena vinaygvk@gmail.com Tel: 843-628-9173	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$97,300.00
24	Geoffrey Stuchman 16124 Greenwood Lane Monte Sereno CA 95030	Lea Stutchman leahstutchman@yahoo.com Tel: 408-313-6718	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$96,783.12
25	Robinson, Bradshaw & Hinson 101 N Tryon Street Suite 1900 Charlotte NC 28246	robinsonbradshaw.com Tel: 704-377-2536	Professional Services	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$96,781.88
26	Duke Power PO Box 70516 Charlotte NC 28272-0515	www.duke-energy.com Tel: 800-653-5307	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$93,074.27
27	PP Gaston Mall 1422 Burtonwood Drive Suite 200 Gastonia NC 28054	Charlie Pearson cpearson@pearsonproperties.net Tel: 704-867-5002	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$90,000.00
28	Thrift Brothers PO Box 1293 Seneca SC 29679	Tim Hydrick timhydrick@gmail.com Tel: 864-235-4040	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$89,750.00
29	7420 Broad River Road LLC 1525 Ashley River Road Charleston SC 29407	Barbara Hunter barbarahunter2248@gmail.com Tel: 843-270-8899	Rent	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$87,081.50
30	NCR Corporation PO BOX 198755 Atlanta GA 30384-8755	sm250689@ncr.com Tel: 770-576-2791	Trade Debt	<input type="checkbox"/> C <input checked="" type="checkbox"/> U <input type="checkbox"/> D			\$84,143.76

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA**

In re:

CAFE HOLDINGS CORP., *et al.*,¹
Debtors.

Chapter 11


Case No. 18-_____()

(Joint Administration Requested)

**DECLARATION CONCERNING THE CONSOLIDATED LIST OF CREDITORS
HOLDING LARGEST 30 UNSECURED CLAIMS**

I, the undersigned authorized officer of Cafe Holdings Corp. ("Cafe Holdings") and the other above captioned debtors named as the debtors in this case (collectively the "Debtors"), declare under penalty of perjury that I have read the foregoing consolidated list of creditors holding the thirty (30) largest unsecured claims against the Debtors, and that the list is true and correct to the best of my information and belief.

Dated: November 15, 2018


Eric Easton
Chief Financial Officer

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Cafe Holdings Corp. (7910); Cafe Enterprises, Inc. (4946); CE Sportz LLC (2009); and CES Gastonia LLC (0863). The location of the Debtors' corporate headquarters is 4324 Wade Hampton Blvd., Suite B, Taylors, South Carolina 29687.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF SOUTH CAROLINA**

In re:

CAFE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-_____()

(Joint Administration Requested)

LIST OF EQUITY SECURITY HOLDERS FOR CAFE HOLDINGS CORP.

The following is the list of equity security holders of Debtor, Cafe Holdings Corp., which is prepared in accordance with Federal Rule of Bankruptcy Procedure 1007 (a)(3).

Name of equity security holder and last known address or place of business	# / % of Common Stock Issued (restricted and unrestricted)	# / % of Class A Preferred Stock	# / % of Class B Preferred Stock	# / % of Class C Preferred Stock
Milestone Partners III, L.P. 555 East Lancaster Ave., Suite 500 Radnor, PA 19087	2,436,000.00 46.08%	119,364.00 51.18%	23,925.005 60.98%	36,250.000 56.98%
Milestone Partners III, L.P. 2 555 East Lancaster Ave. Suite 500 Radnor, PA 19087	924,000.00 17.48%	45,276.00 19.41%	9,075.005 23.13%	13,750.000 21.61%
Triangle Capital				10,000.000 15.72%
Madison Capital Funding LLC 30 S Wacker Dr. Suite 3700 Chicago, IL 60606	200,000.00 3.78%	9,800.00 4.20%	2,110.150 5.38%	3,615.975 5.68%

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Cafe Holdings Corp. (7910); Cafe Enterprises, Inc. (4946); CE Sportz LLC (2009); and CES Gastonia LLC (0863). The location of the Debtors' corporate headquarters is 4324 Wade Hampton Blvd., Suite B, Taylors, South Carolina 29687.

Name of equity security holder and last known address or place of business	# / % of Common Stock Issued (restricted and unrestricted)	# / % of Class A Preferred Stock	# / % of Class B Preferred Stock	# / % of Class C Preferred Stock
Pedro Garcia	12,000.00 0.23%	588.00 0.25%		
David and Suzanne Hadley Family Trust dated 12/18	8,000.00 0.15%	392.00 0.17%		
Bill Burton P.O. Box 24169 Greenville, SC 29616	480,000.00 9.08%	23,520.00 10.08%	4,125.000 10.51%	
Steve Bruce 415 Watercrest Court Inman, SC 29349	268,894.00 5.09%	9,800.00 4.20%		
Richie Cannon 28 Coastline Drive Inman, SC 29349	294,823.00 5.58%	8,820.00 3.78%		
Eric Holman 148 Amber Drive Inman, SC 29349	187,412.00 3.55%	6,370.00 2.73%		
Tabitha Sprouse 616 Old Iron Works Rd. Spartanburg, SC 29302	108,706.00 2.06%	3,920.00 1.68%		
Steve Corson 519 St. Helena Ct. Roebuck, SC 29376	131,765.00 2.49%	2,940.00 1.26%		
Gerald Johnson 228 Williamstown Way Columbia, SC 29212	48,611.80 0.92%	1,960.00 0.84%		
Linda Kiehl 415 Burley Glen Dr. Inman, SC 29349	2,870.60 0.05%			

Name of equity security holder and last known address or place of business	# / % of Common Stock Issued (restricted and unrestricted)	# / % of Class A Preferred Stock	# / % of Class B Preferred Stock	# / % of Class C Preferred Stock
Chuck Faust 63 Westview Ave. Greenville, SC 29609	8,611.80 0.16%			
Sara Anderson 513 Wicked Stick Court Inman, SC 29349	14,353.00 0.27%			
Tony Wright P.O. Box 603 Drayton, SC 29333-0603	14,353.00 0.27%			
Lynne Burton P.O. Box 24169 Greenville, SC 29616	10,000.00 0.19%	490.00 0.21%		
Jim Bails 3775 South Mill Site Lane Boise, ID 83716	59,884.20 1.13%			
Fred Grant	14,071.56 0.27%			
Jane Melvin 167 Lowell Avenue Glen Elyn, IL 60137	28,014.00 0.53%			
Larry Zwain 920 Oriental Garden Rd. Jacksonville, FL 32207	5,602.80 0.11%			
Brian Harrington 514 Wyndmoor Ave Wyndmor, PA 19038	28,014.00 0.53%			

I, the authorized signatory of Cafe Holdings Corp., named as a Debtor in this case, declare under penalty of perjury that the foregoing List of Equity Security Holders is true and correct to the best of my information and belief.

DATE: November 15, 2018

Respectfully submitted,

Cafe Holdings Corp.

By:


Eric Easton

Its: Chief Financial Officer

CAFE HOLDINGS CORP.

**UNANIMOUS WRITTEN CONSENT OF THE
RESTRUCTURING COMMITTEE**

November 14, 2018

Pursuant to Section 141(f) of the Delaware General Corporation Law, as amended, the undersigned, being all of the members of the Restructuring Committee (the “**Restructuring Committee**”) of the Board of Directors (the “**Board**”) of **CAFE HOLDINGS CORP.**, a Delaware corporation (the “**Company**”), do hereby consent to and adopt the following resolutions effective as of the date first written above (the “**Resolutions**”):

WHEREAS, the Restructuring Committee was established by the Board at a duly convened and quorate special meeting of the Board held on June 12, 2018 and authorized and empowered to take actions in the name and on behalf of the Company in respect of various restructuring matters, and, at such meeting, the Board appointed each of James Mazany and Carl Lane as the sole members of the Restructuring Committee;

WHEREAS, the Restructuring Committee has received, reviewed and considered materials presented by management and the legal and financial advisors of the Company regarding the Company’s financial and operating difficulties and the impact of the foregoing on the Company’s businesses and its stakeholders;

WHEREAS, the Restructuring Committee has received, reviewed and considered advice from management and the legal and financial advisors of the Company regarding possible strategic alternatives to address the Company’s financial and operating difficulties, including pursuant to in-court bankruptcy proceedings, and the impact of the foregoing on the Company’s businesses and its stakeholders;

WHEREAS, in light of the foregoing, the Restructuring Committee has determined that it is advisable and in the best interests of the Company and its stakeholders that the Company consummate a restructuring pursuant to chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); and

WHEREAS, as the Company does not have sufficient liquidity to continue operations during the pendency of the chapter 11 bankruptcy proceeding, the Restructuring Committee has further determined that it is advisable and in the best interests of the Company and its stakeholders for the Company to: (i) obtain post-petition financing (the “**DIP Facility**”) pursuant to a debtor-in-possession credit agreement to be entered into among Atalaya Capital Management, LP (the “**DIP**

Lender”), the Company and the other borrower parties identified therein in substantially the form previously provided to and reviewed by the Restructuring Committee (the “**DIP Credit Agreement**”), and (ii) grant a security interest in substantially all of the Company’s assets to the DIP Lenders to secure the obligations under the DIP Facility, as further provided in the DIP Credit Agreement.

NOW THEREFORE, it is hereby:

Bankruptcy Filing and DIP Facility

RESOLVED, that the Company shall be, and it is hereby, authorized to (i) file a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, and (ii) execute, deliver and perform its obligations under the DIP Credit Agreement and any documents and instruments related thereto (collectively, the “**DIP Loan Documents**”), including obtaining post-petition financing and effectuating the other transactions contemplated thereunder; and it is further

RESOLVED, that Eric Easton, as the Company’s Chief Financial Officer, is hereby authorized, empowered, and directed to execute, deliver and file, in the name and on behalf of the Company, the DIP Loan Documents, all Petitions, and all other motions, papers or documents, and to take any and all action that he, in consultation with the Bankruptcy Advisors (as defined below) deems necessary or advisable in connection with the Company’s bankruptcy proceeding and related matters; and it is further

Retention of Professionals

RESOLVED, that the Restructuring Committee does hereby retain in connection with the Company’s bankruptcy proceeding and related matters: (i) Haynes and Boone LLP, as bankruptcy counsel, (ii) McNair Law Firm, P.A., as local South Carolina counsel, (iii) Duff & Phelps, LLC, as investment banker and financial advisor, and (iv) any other advisors and professionals that the Restructuring Committee may deem necessary or advisable to manage and advance the Company’s bankruptcy case (all the foregoing, the “**Bankruptcy Advisors**”); and it is further

Further Actions and Prior Actions

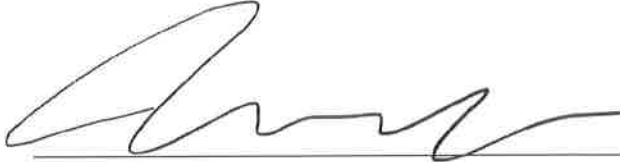
RESOLVED, that pursuant to the specific authorizations conferred to the Restructuring Committee by the Board, the proper officers of the Company shall be authorized, directed, and empowered, in the name and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute, deliver and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as they or

any of them shall deem necessary or advisable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein and to effectuate the transactions contemplated thereby; and it is further

RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were adopted, are hereby in all respects confirmed, approved and ratified.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each of the undersigned has executed this Written Consent effective as of the date first appearing above. This Written Consent may be executed in counterparts.


James Mazany

Carl Lane

**BEING ALL OF THE MEMBERS OF
THE RESTRUCTURING COMMITTEE OF
CAFE HOLDINGS CORP.**

IN WITNESS WHEREOF, each of the undersigned has executed this Written Consent effective as of the date first appearing above. This Written Consent may be executed in counterparts.

James Mazany



Carl Lane

**BEING ALL OF THE MEMBERS OF
THE RESTRUCTURING COMMITTEE OF
CAFE HOLDINGS CORP.**